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*Counsel for the Board of Each of PG&E Corporation  
and Pacific Gas and Electric Company and for  
Certain Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)

(Jointly Administered)

**SECOND MONTHLY FEE STATEMENT  
OF SIMPSON THACHER & BARTLETT  
LLP FOR ALLOWANCE AND PAYMENT  
OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF MAY 1, 2019  
THROUGH MAY 31, 2019**

**Objection Deadline:** August 21, 2019 at 4:00  
p.m. (Pacific Time)

[No Hearing Requested]

To:	<u>The Notice Parties</u>
Name of Applicant:	<u>Simpson Thacher &amp; Bartlett LLP</u>
Authorized to Provide Professional Services to:	<u>Counsel for Board of Each of PG&amp;E Corporation and Pacific Gas and Electric Company and for Certain Current and Former Independent Directors</u>
Date of Retention:	<u>May 10, 2019 <i>nunc pro tunc</i> to January 29, 2019</u>
Period for which compensation and reimbursement are sought:	<u>May 1, 2019 through May 31, 2019</u>
Amount of compensation sought as actual, reasonable and necessary:	<u>\$392,711.60 (80% of \$490,889.50)</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$9,877.60</u>

Simpson Thacher & Bartlett LLP (“**Simpson Thacher**” or the “**Applicant**”), counsel for (i) the Board of Directors (the “**Board**”) of each of PG&E Corporation and Pacific Gas and Electric Company, as the Board may be constituted from time to time, and for the members of the Board from time to time in their capacities as members of the Board, and (ii) certain current and former independent directors in their individual capacities who serve or served as independent directors prior to and/or as of the Filing Date (each an “**Independent Director**” and collectively, the “**Independent Directors**”), hereby submits its Monthly Fee Statement (this “**Monthly Fee Statement**”) for allowance and payment of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred for the period commencing May 1, 2019 through May 31, 2019 (the “**Fee Period**”) pursuant to the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated February 27, 2019* [Docket No. 701] (the “**Interim Compensation Procedures Order**”).

1 By this Monthly Fee Statement, Simpson Thacher requests allowance and payment of  
2 \$392,711.60 (80% of \$490,889.50) as compensation for professional services rendered to the  
3 Board and the Independent Directors during the Fee Period and allowance and payment of  
4 \$9,877.60 (representing 100% of the expenses incurred) as reimbursement for actual and  
5 necessary expenses incurred by Simpson Thacher during the Fee Period.

6 Annexed hereto as **Exhibit A** is the name of each professional who performed services  
7 for the Board and/or Independent Directors in connection with these Chapter 11 Cases during the  
8 Fee Period covered by this Monthly Fee Statement and the hourly rate and total fees for each  
9 professional. Attached hereto as **Exhibit B** is a summary of hours during the Fee Period by task.  
10 Attached hereto as **Exhibit C** is a summary of expenses incurred during the Fee Period.  
11 Attached hereto as **Exhibit D** are the detailed time entries for the Fee Period. Attached hereto as  
12 **Exhibit E** are the detailed expenses entries for the Fee Period.

13 In accordance with the Interim Compensation Procedures Order, responses and  
14 objections to this Monthly Fee Statement, if any, must be filed and served on or before the 21<sup>st</sup>  
15 day (or the next business day if such day is not a business day) following the date of the Monthly  
16 Fee Statement is served (the “**Objection Deadline**”) with this Court.

17 Upon the expiration of the Objection Deadline, the Applicant shall file a certificate of no  
18 objection with the Court, after which the Debtors are authorized and directed to pay the  
19 Applicant an amount equal to 80% of the fees and 100% of the expenses requested in this  
20 Monthly Fee Statement. If an objection is properly filed, the Debtors shall be authorized and  
21 directed to pay the Applicant 80% of the fees and 100% of the expenses not subject to any  
22 objection.  
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Dated: July 31, 2019

Respectfully submitted,

/s/ Jonathan C. Sanders

Jonathan C. Sanders

Michael H. Torkin

Nicholas Goldin

Kathrine A. McLendon

Jamie J. Fell

SIMPSON THACHER & BARTLETT LLP

*Counsel for the Board of Each of PG&E  
Corporation and Pacific Gas and Electric  
Company and for Certain Current and Former  
Independent Directors*

**NOTICE PARTIES**

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